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FLORIDA/FOREIGN LIMITED LIABILITY CO

BEACH RANCH, LLC

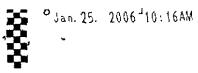
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January 25, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CONLEY & DORMAN, CHARTERED

SUBJECT: BEACH RANCH, LLC

REF: W06000003638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please provide the title of the individual listed under Article V as either MGR (manager) or MGRM (managing member).

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Leslie Sellers Document Specialist FAX Aud. #: H06000020094 Letter Number: 106A00005310

06 JAN 25 PHIZ: 18

P.O BOX 6327 - Tallahassee, Florida 32314

# BEACH RANCH LLC

#### ARTICLE I Name

The name of the limited liability company ("Company") is BEACH RANCH, LLC.

### ARTICLE II Address

The mailing and street address of the Company's principal office is: 210 67th Street. Holmes Beach, Florida 34217.

#### ARTICLE III Duration

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

#### ARTICLE IV Registered Agent and Office

The name of the Company's initial registered agent in Florida is: ROGER P. CONLEY. The address of the Company's registered office in Florida is: 2401 Manatee Avenue West, Bradenton, Florida 34205.

# ARTICLE V Management

The Company is to be managed by:

SUSAN PANG, MANAGER 115 Lake Forest Drive St. Louis, Missouri 63117

### ARTICLE VI Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the manimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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## ARTICLE VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the manhous written consent of the remaining members.

# ARTICLE VIII Additional Provisions

The power to adopt, alter, smend, or repeal the regulations of the Company is vested entirely in the members of the company with a unanimous vote of said members controlling.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this day of \_\_\_\_\_\_\_, 2006, at Bradenton, Florida.

BEACH RANCH, LLC, a Florida limited liability company

VOI V DANC Trade

KEI Y. PANG TRUST U/T/A dated 12/1/98

Member

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.47, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered officer/registered agent in the State of Florida:

- The name of the Limited Liability Company is: BEACH RANCH, LLC
- The name and address of the registered agent and office is:

ROGER P. CONLEY 2401 Manates Avenue West Bradenton, Florida 34205

Having been named as registered agent and to accept service of process for the above-named Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete parformance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Church 20 2006

ROCKE P. CONLEY Registered Agent

SECRETARIAN STATE

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